



**MEDIA PRIMA BERHAD**  
**(Company No: 532975 A)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirteenth (13th) Annual General Meeting of **MEDIA PRIMA BERHAD** ("the Company") will be held at the Topaz Ballroom (Level G), One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor, Malaysia on Wednesday, 23 April 2014 at 10.00 a.m. for the following purposes :-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note (i)*
2. To approve the payment of a final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 December 2013. **Resolution 1**
3. To re-elect the following Directors who retire in accordance with Article 100 of the Company's Articles of Association :-
  - i. Datuk Shahril Ridza Bin Ridzuan **Resolution 2**
  - ii. Tan Sri Dato' Seri Mohamed Jawhar **Resolution 3**
  - iii. Dato' Gumuri Bin Hussain **Resolution 4**
4. To re-elect Lydia Anne Abraham who retires in accordance with Articles 105 of the Company's Articles of Association. **Resolution 5**
5. To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act 1965 : **Resolution 6**
  - (i) "That Dato' Abdul Kadir Bin Mohd Deen who retires pursuant to Section 129 (2) of the Companies Act 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."
6. To approve the payment of Directors' fees of RM442,069.00 for the financial year ended 31 December 2013. **Resolution 7**
7. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. **Resolution 8**

## **SPECIAL BUSINESS**

To consider and if thought fit, pass the following Ordinary Resolutions with or without modifications: -

8. **Proposed Retention of Independent Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** **Resolution 9**

“THAT Tan Sri Lee Lam Thye who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company”.

9. **Proposed Renewal of Share Buy-Back Authority** **Resolution 10**

“THAT, subject to the provisions of the Companies Act, 1965, the Articles of Association of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and the approvals of all relevant government and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each of the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of Shares to be purchased pursuant to this resolution does not exceed ten per cent (10%) of the total issued and paid-up share capital for the time being of the Company and an amount not exceeding the Company’s retained profits and/or share premium of the Company be allocated by the Company for the Proposed Share Buy-Back;

THAT at the discretion of the Directors, upon such purchase by the Company of its own shares, the purchased shares will be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Securities;

THAT the directors be and are hereby empowered to do all acts and things and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as the Directors may deem fit and expedient in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by any relevant authorities and/or any amendments, variations and/or modifications in the interest of the Company as may be approved by any relevant authorities if such approvals are required;

AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue in force until: -

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless by ordinary resolution passed at the AGM, the authority is renewed either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements or any other relevant authorities.”

- 10. To transact any other business of which due notice shall have been given.

#### **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 December 2013, if approved by the shareholders at the Thirteenth (13<sup>th</sup>) Annual General Meeting, will be paid on 27 June 2014 to Depositors whose names appear in the Record of Depositors at the close of business on 6 June 2014.

A Depositor shall qualify for entitlement to the dividend only in respect of: -

- a. shares transferred into the Depositor’s Securities Account before 4.00 p.m. on 6 June 2014 in respect of transfers;
- b. shares deposited into the Depositor’s Securities Account before 12.30 p.m. on 4 June 2014 in respect of shares exempted from mandatory deposit; and
- c. shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

#### **BY ORDER OF THE BOARD**

**TAN SAY CHOON (MAICSA 7057849)**  
Group Company Secretary

**Kuala Lumpur**  
Date : 1 April 2014

## Explanatory Notes

### (i) **Item 1 of the Agenda**

The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, it will not be put for voting.

### (ii) **Resolution 6 : Proposed Re-appointment of Director pursuant to Section 129(6) of the Companies Act 1965**

The re-appointment of Dato' Abdul Kadir Mohd Deen, a person over the age of 70 years as a Director of the Company to hold office until the conclusion of the next annual general meeting of the Company shall take effect if the proposed Resolution 6 has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person, or where proxies are allowed, by proxy, at the 13<sup>th</sup> AGM.

### (iii) **Resolution 9 : Proposed Retention of Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**

The Nomination Committee and the Board have assessed the independence of Tan Sri Lee Lam Thye, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and have recommended for Tan Sri Lee Lam Thye to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- a. He fulfills the criteria stated under the definition of Independent Director as defined in the Listing Requirements of Bursa Malaysia Securities Berhad and he is able to provide proper checks and balances thus bringing an element of objectivity to the Board of Directors.
- b. Tan Sri Lee Lam Thye has vast experience in a diverse range of businesses and has an unerringly acute understanding of the socio-economic infrastructure of the nation. He currently serves as the Chairman of the National Institute of Occupational Safety & Health under the Ministry of Human Resource. He is also the Chairman of the SP Setia Foundation, Vice Chairman of the Malaysia Crime Prevention Foundation and Deputy Chairman of the National Unity Consultative Council. Previously he served as a Member of the Special Royal Commission, set up to enhance the operations and management of the Royal Malaysian Police. He was also Chairman of the National Service Training Council and a former Member of the Malaysian Human Rights Commission. Before retiring from politics in 1990, Tan Sri Lee Lam Thye served as the State Legislative Assemblyman for Bukit Nenas, Selangor from 1969 to 1974 and from 1974 to 1990 as the Member of Parliament for Bandar Kuala Lumpur/Bukit Bintang.
- c. Tan Sri Lee Lam Thye is a highly regarded social activist in the country with experience in broad areas of social services and community welfare. Based on this and his vast networking throughout the years, Tan Sri has been able to provide constructive opinions and exercise independent judgment and has the ability to act in the best interest of the Company.
- d. He has always actively participated in Board and Board Committees discussions and has continuously provided an independent view to the Board.
- e. He has the calibre, qualifications, experiences and personal qualities to consistently challenge management in an effective and constructive manner.

### iv. **Resolution 10 : Proposed Renewal of Share Buy-Back Authority**

Please refer to the Statement to Shareholders dated 1 April 2014 for further information.

**Notes: -**

1. Only members whose names appear in the Record of Depositors on 16 April 2014 ("General Meeting Record of Depositors") shall be eligible to attend in person or appoint proxies to attend and/or vote on their behalf at the AGM.
2. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
4. Where a member of the company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. In the case of a corporation, it shall be executed under its Common Seal or signed by its attorney duly authorised in writing or by an officer on behalf of the corporation.
6. Duly completed Proxy Form must be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.